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# SOO LINE RAILROAD COMPANY

SOO LINE BUILDING



MINNEAPOLIS 40, MINN

FEDERAL 2-1261

JAN 25 1961

M. I. LABELLE  
VICE PRESIDENT — ACCOUNTING

Mr. Harold D. McCoy  
Secretary  
Interstate Commerce Commission  
Washington 25, D. C.

RECORDATION NO. 479-A  
Filed & Recorded  
FEB 9 - 1961  
FEB 3 1961 - 9 20 AM  
INTERSTATE COMMERCE COMMISSION

Dear Sir:

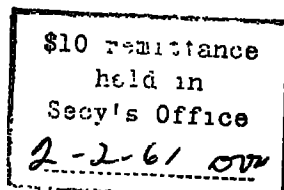
There are transmitted herewith to you for recording under Section 20 (c) of the Interstate Commerce Act three executed counterparts of Agreement of Assumption by Soo Line Railroad Company of Conditional Sale Agreement dated as of April 15, 1957, between General Motors Corporation (Electro-Motive Division) and Wisconsin Central Railroad Company for purchase of three diesel electric locomotives, assigned to Northwestern National Bank of Minneapolis as of April 15, 1957.

Pursuant to Section 57.4 of the Rules and Regulations adopted by the Commission, as amended, the following information is shown:

The assignee of the original vendor is Northwestern National Bank of Minneapolis, whose address is 620 Marquette Avenue, Minneapolis 2, Minnesota.

The party assuming the obligations of the original purchaser, the Wisconsin Central Railroad Company, is its successor by merger, Soo Line Railroad Company, Minneapolis 2, Minnesota.

The Agreement of Assumption being recorded does not involve any new equipment and affects all equipment covered by said



Mr. Harold D. McCoy  
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Conditional Sale Agreement which has been previously recorded.

The Assumption Agreement transmitted herewith for recording assumes the obligations and liabilities of Wisconsin Central Railroad Company under the Conditional Sale Agreement described above dated as of April 15, 1957, filed with the Commission and recorded originally by it on April 29, 1957, and assigned Recor-dation No. 1179.

There is also transmitted this Company's voucher in the amount of \$10.00, which is the recording fee required by Section 57.3(d).

Agreement of Assumption of Conditional Sale Agreement dated as of April 15, 1957, between General Motors Corporation (Electro-Motive Division) and Wisconsin Central Railroad Company, assigned to Northwestern National Bank of Minneapolis as of April 15, 1957----\$10.00

This letter of transmittal is signed by an executive officer of this Company having knowledge of the matters set forth herein and and the original document and recording data may be returned to him.

Yours very truly,



Encs.



**Interstate Commerce Commission**

OFFICE OF THE SECRETARY

Washington 25, D. C.

February 6, 1961

Mr. M. I. LaBelle, V.P.  
Soo Line Railroad  
Soo Line Building  
Minneapolis 40, MINN.

Dear Sir:

The enclosed document was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, as amended, on February 3, 1961 at 9:20 A.M., and assigned recordation number 1179-A.

Respectfully,



Secretary.

Encl.

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INTERSTATE COMMERCE COMMISSION

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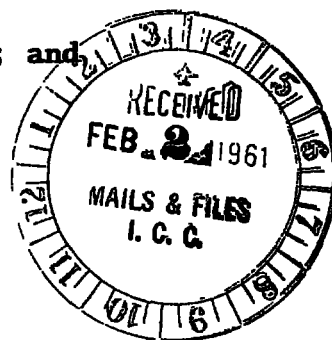
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**THIS AGREEMENT OF ASSUMPTION** dated as of the 30th day of December, 1960, by and between **SOO LINE RAILROAD COMPANY**, a corporation duly organized and existing under the laws of the State of Minnesota, hereinafter called the "New Company", and **NORTHWESTERN NATIONAL BANK OF MINNEAPOLIS**, a national banking association organized under the laws of the United States of America, hereinafter called "Assignee", **WITNESSETH:**

**WHEREAS**, Wisconsin Central Railroad Company, hereinafter called the "Old Company", and General Motors Corporation (Electro-Motive Division) entered into a Conditional Sale Agreement dated as of April 15, 1957, hereinafter called Conditional Sale Agreement; and

**WHEREAS**, said Conditional Sale Agreement was assigned by General Motors Corporation (Electro-Motive Division) to the Assignee by Agreement and Assignment dated as of April 15, 1957; and

**WHEREAS**, the Interstate Commerce Commission on the 30th day of November, 1960, approved and authorized the merger of the property and franchises of Minneapolis, St. Paul & Sault Ste. Marie Railroad Company and Wisconsin Central Railroad Company into Duluth, South Shore and Atlantic Railroad Company as the surviving corporation to be known as Soo Line Railroad Company pursuant to a Plan of Merger approved by the Boards of Directors of the respective corporations, hereinafter called Constituent Corporations, on March 15th, 1960, and by the stockholders on May 17, 1960; and



WHEREAS, said Plan of Merger provides that the New Company should succeed to all of the property, assets, rights, powers, franchises, contracts, privileges and immunities of the Constituent Corporations by operation of law without further act or deed and that all debts, duties, liabilities and obligations granted to and imposed upon the Constituent Corporations should become the debts, duties, liabilities and obligations of the New Company and that all rights of creditors and all liens upon the properties of each of the Constituent Corporations should be preserved unimpaired by the merger, and all the debts, duties and liabilities of each Constituent Corporation should thenceforth attach to the New Company and be enforceable to the same extent and in the same manner as if such debts, liabilities and duties had been originally incurred by it; and

WHEREAS, the Interstate Commerce Commission in its order dated the 30th day of November, 1960, authorized the New Company to assume the obligations and liabilities of the Old Company; and

WHEREAS, said merger became effective on December 30, 1960, upon the filing of a Certificate of Consolidation by Merger with the Secretary of State of Minnesota; and

WHEREAS, the Board of Directors of the New Company by resolution dated January 3, 1961, has authorized the making and execution of an appropriate agreement to evidence the assumption by the New Company of obligation and liability with respect to the Conditional Sale Agreement and Assignment and Assignment referred to above;

NOW, THEREFORE, in consideration of the premises and of the sum

of One Dollar (\$1) paid by the Assignee to the New Company, receipt whereof is hereby acknowledged, the New Company pursuant to Article 12 of the Conditional Sale Agreement hereby assumes and agrees to perform each and all of the liabilities, obligations and covenants of the Old Company under the Conditional Sale Agreement and under the Agreement and Assignment; provided that nothing herein contained shall be construed to limit any obligation of the New Company assumed pursuant to said Plan of Merger or by reason of the consummation of the merger therein contemplated.

This agreement may be executed simultaneously in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the New Company has caused this Assumption Agreement to be signed in its corporate name by its President or a Vice President and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary or Assistant Secretary, as of the day and year first above written.

In the presence of:

Marion A. Amos

Beverly J. Sweatland

SOO LINE RAILROAD COMPANY,

By

Donald O. Munay  
President

ATTEST:

Thomas M. Beckley  
Secretary

STATE OF MINNESOTA )  
 )SS  
COUNTY OF HENNEPIN )

On this 10th day of January, 1961, before me, ROLAND J. BURR  
\_\_\_\_\_, a Notary Public in and for the County and State aforesaid, per-  
sonally appeared Leonard H. Murray and Thomas M. Beckley,  
to me personally known and to me known to be the \_\_\_\_\_ President and  
\_\_\_\_\_ Secretary, respectively, of Soo Line Railroad Company,  
a corporation of the State of Minnesota, and the persons who executed the  
foregoing instrument, who, being by me duly sworn, did say: that they are  
the \_\_\_\_\_ President and \_\_\_\_\_ Secretary, respectively, of  
said corporation; that the seal affixed to the foregoing instrument is the  
corporate seal of said corporation; and that they executed the foregoing in-  
strument as such officers, and said instrument was signed, sealed and deliv-  
ered on behalf of said corporation by its authority and the authority of its  
board of directors. And said Leonard H. Murray and Thomas M. Beckley  
\_\_\_\_\_ acknowledged the execution and delivery of the foregoing  
instrument, by them as such officers, as the free and voluntary act and deed  
of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
notarial seal in the County and State aforesaid this 18th day of January,  
196/.

*Roland J Burr*  
**Notary Public**  
**ROLAND J. BURR**  
 Notary Public, Hennepin County, Minn.  
 My Comm. Expires 12-31-1964